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Patent and Trademark Office  
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Washington, D.C. 20231

MAY 25, 2001

THOMPSON COBURN, LLP  
CAROLINE G. CHICOINE  
ONE FIRSTAR PLAZA  
ST. LOUIS, MO 63101



\*101646793A\*

UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 02/15/2001

REEL/FRAME: 011602/0755  
NUMBER OF PAGES: 5

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

FERNANDEZ-POL, JOSE ALBERTO

DOC DATE: 02/01/2000

ASSIGNEE:

NOVACTYL, INC.  
10803 OLIVE BOULEVARD, SUITE 200  
ST. LOUIS, MISSOURI 63141

SERIAL NUMBER: 09784631  
PATENT NUMBER:

FILING DATE: 02/15/2001  
ISSUE DATE:

JOANN STEWART, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS

RECEIVED

JUN 01 2001  
deb [signature]

03-23-2001

Docket No.: 42108.0106

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Jose Alberto Fernandez-Pol

2/15/01

2. Name and address of receiving party(ies):

Name: Novactyl, Inc.

Internal Address:

Street Address: 10803 Olive Blvd., Ste. 200

City: St. Louis, State: MO ZIP: 63141

Additional name(s) & address(es) attached? ☐ Yes ☒ No

Additional names(s) of conveying party(ies)

☐ Yes ☒ No

3. Nature of conveyance:

☒ Assignment

☐ Merger

☐ Security Agreement

☐ Change of Name

☐ Other

Execution Date: 2/1/2000

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is: 2/15/01

A. Patent Application No.(s)

B. Patent No.(s)

09784631

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Caroline G. Chicoine

Internal Address: Thompson Coburn LLP

Street Address: One Firststar Plaza

City: St. Louis, State: MO ZIP: 63101

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

☐ Enclosed - Any excess or insufficiency should be credited or debited to deposit account

☒ Authorized to be charged to deposit account

8. Deposit account number:

20-0823

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Caroline G. Chicoine

Name of Person Signing

Signature

2/15/01

Date

Total number of pages including cover sheet, attachments, and document:

5

EXHIBIT B  
ASSIGNMENT

WHEREAS, I, JOSE ALBERTO FERNANDEZ-POL, whose post office address is 437 Hunters Hill Dr., Chesterfield, Missouri 63017-3446, am the owner of various Proprietary Technologies related to human and animal topical and systemic treatments and methods, such Proprietary Technologies being identified by the issued patents and pending applications set forth in Schedule A attached. ("PROPRIETARY TECHNOLOGIES")

WHEREAS, NOVACTYL, INC., a Delaware Corporation is desirous of acquiring the entire right, title and interest in and to the PROPRIETARY TECHNOLOGIES.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, I, said JOSE ALBERTO FERNANDEZ-POL do hereby sell, assign, transfer and set over unto said NOVACTYL, INC, the entire right, title and interest in and to said PROPRIETARY TECHNOLOGIES and in and to all Letters Patent and patent rights which may be granted or issued for said improvements, in the United States and all foreign countries, and any reissue, reexamination, continuation, continuation-in-part, division, or extension thereof, the same to be held and enjoyed by said NOVACTYL, INC, a corporation, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by me if this Assignment and sale had not been made; and I agree to execute such further applications, powers of attorney, assignments and other documents as may be necessary or desirable to effectuate this Agreement.

AND I DO HEREBY authorize and request the Commissioner of Patents and Trademarks to transfer all right, title and interest in the PROPRIETARY TECHNOLOGIES to said NOVACTYL, INC., a corporation, and for its successors and assigns. Jose Alberto Fernandez-Pol shall retain a reversionary interest in the PROPRIETARY TECHNOLOGIES which shall become effective and cause reversion of the PROPRIETARY TECHNOLOGIES only in the event NOVACTYL, INC. does not obtain Food and Drug Administration (FDA) approval of at least one (1) product included within the scope of the PROPRIETARY TECHNOLOGIES. Upon such FDA approval, the reversionary interest shall automatically terminate without further action in the part of the parties hereto.

Date: \_\_\_\_\_

2-1-00

  
\_\_\_\_\_  
JOSE ALBERTO FERNANDEZ-POL

STATE OF MISSOURI )

) SS.

COUNTY OF ST. LOUIS )

On this 1<sup>st</sup> day of February, 2000, before me, a Notary Public, personally appeared JOSE ALBERTO FERNANDEZ-POL, to me known to be the person named in and who executed the above Assignment, and acknowledged to me that he executed the same for the uses and purposes therein mentioned, as his own free act and deed.

  
\_\_\_\_\_  
Notary Public

CHANDRA L. DALTON  
NOTARY PUBLIC NOTARY SEAL  
STATE OF MISSOURI ST. LOUIS COUNTY  
My Commission Expires: Sept. 30, 2002



# SCHEDULE A

Docket No./Country	Title	Patent No.	Issue Date	Serial No.	Filing Date
FERJ 6097US	ANTIVIRAL AGENT	5767135	6/16/1998	08/581351	12/29/1995
FERJ 6097	ANTIVIRAL AGENT			P970106952	3/12/1997
ARGENTINA					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
AUSTRIA					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
BELGIUM					
FERJ 6097	ANTIVIRAL AGENT			2241213 (WO)	12/20/1996
CANADA					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
DENMARK					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
FINLAND					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
FRANCE					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
GERMANY					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
GREECE					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
IRELAND					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
ITALY					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
MONACO					
FERJ 6097	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
NETHERLANDS					
(HOLLAND)					

JUN 22 2001

Docket No.	Country	Title	Patent No.	Issue Date	Serial No.	Filing Date
FERJ 6097	PORTUGAL	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
FERJ 6097	SPAIN	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
FERJ 6097	SWEDEN	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
FERJ 6097	SWITZERLAND	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
FERJ 6097	UNITED KINGDOM	ANTIVIRAL AGENT			969450352 (EP)	12/20/1996
FERJ 7028 U.S.		ANTIPROLIFERATIVE, ANTINECTIVE, ANTINFLAMATORY, AUTOLOGOUS IMMUNIZATION AGENT AND METHOD			09/127620	8/1/1998
FERJ 7386 U.S.		PHARMACOLOGICAL CHELATING AGENT			60/182,608	2/15/2000

ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Diego

SS.

On July 29, 1999

(DATE)

before me, Catherine Clare Swornstedt

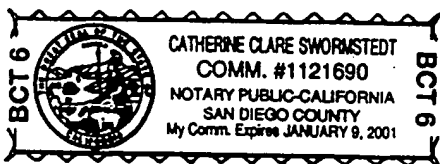
(NOTARY)

personally appeared Ilse Cappel

SIGNER(S)

☒ personally known to me - OR -

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

NOTARY'S SIGNATURE

OPTIONAL INFORMATION

The information below is not required by law. However, it could prevent fraudulent attachment of this acknowledgment to an unauthorized document.

CAPACITY CLAIMED BY SIGNER (PRINCIPAL)

- ☐ INDIVIDUAL  
☐ CORPORATE OFFICER

TITLE(S)

- ☐ PARTNER(S)  
☐ ATTORNEY-IN-FACT  
☐ TRUSTEE(S)  
☐ GUARDIAN/CONSERVATOR  
☐ OTHER: \_\_\_\_\_

DESCRIPTION OF ATTACHED DOCUMENT

Trademark Security Agreement

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

OTHER

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JUN 28 2001

OFFICE OF PETITIONS



NOVACTYL, INC.

## Board of Director Meeting Minutes

The Directors of Novactyl, Inc., pursuant to the authority of the General Corporation Law of Delaware, held a special meeting of the Board of Directors, by telephone conference, on January 2, 2001.

Those in communication by telephone were: Dr. Steven Vig, Mr. Robert Rafael, Dr. Alberto Sommerhalder, Dr. Alberto Fernandez-Pol, Mr. Chris Jones and Mr. Lionel Lucchesi, being all of the Directors of the Company. In addition, in attendance was Mr. Raymond Zipprich, Corporate Secretary.

There was a discussion on the use of tape recording devices to record the discussion of the Board. After this discussion, on a motion duly made by Mr. Robert Rafael and seconded by Mr. Chris Jones, the following resolution was unanimously adopted:

RESOLVED, that no member of the Board of Directors, Corporate Secretary or any other person(s) in attendance at any meeting of the Board of Directors of Novactyl, Inc. is authorized to record or otherwise mechanically make a live record of any such meeting.

Mr. Lionel Lucchesi excused himself from the meeting.

After a discussion and on a motion duly made by Robert Rafael and seconded by Alberto Sommerhalder, the following resolution was unanimously adopted:

RESOLVED, that the Office of the Chief Executive Officer is directed and is granted the authority to compensate non-employee consultants through the issuance of shares of common stock at a price of not less than \$5.00 per share for the value of services previously rendered. The total number of shares authorized for this purpose is 100,000 shares of the common stock. All shares issued under this resolution will be issued at a minimum of \$5.00 per share or the last sale price of the common stock of the company, whichever is higher.

On a motion duly made by Steven Vig and seconded by Robert Rafael, the following resolution was adopted on a vote as follows: Votes for the resolution were Steven Vig, Robert Rafael, Chris Jones; Vote against such resolution Alberto Fernandez-Pol; Abstain from voting Alberto Sommerhalder

RESOLVED, that Michael G. Douglas is appointed to the office of Vice President and Chief Scientific Officer and that he perform such duties as assigned by the Office Of The Chief Executive Officer and the Board of Directors.

On a motion duly made by Steven Vig and seconded by Robert Rafael, the following resolution was adopted on a vote as follows: Votes for the resolution were Steven Vig, Robert Rafael, Chris Jones; Vote against such resolution Alberto Fernandez-Pol; Abstain from voting Alberto Sommerhalder

RESOLVED, that Dr. Avinash Amin is appointed to the office of Vice President and Chief Clinical Officer and that he perform such duties as assigned by the Office Of The Chief Executive Officer and the Board of Directors.

On a motion duly made by Steven Vig and seconded by Chris Jones, the following resolution was adopted on a vote as follows: Votes for the resolution were Steven Vig, Robert Rafael, Chris Jones; Abstain Alberto Sommerhalder and Alberto Fernandez-Pol:

RESOLVED, that Ms. Geri Vena-Shores is appointed to the office of Vice President, Pharmaceutical Services and Business Development and that she perform such duties as assigned by the Office Of The Chief Executive Officer and the Board of Directors.

After a discussion and on a motion duly made by Steven Vig and seconded by Robert Rafael, the following resolution was unanimously adopted:

RESOLVED, that the Board of Directors hereby ratifies and confirms as duly authorized the issuance of 25,000 shares of Common Stock to a consultant to the Corporation for services rendered to the Corporation prior to the issuance of such Shares.

After a discussion and on a motion duly made by Steven Vig and seconded by Robert Rafael, the following resolution was unanimously adopted:

RESOLVED, that the Board of Directors hereby ratifies and confirms as duly authorized the issuance by the Corporation an additional 50,000 shares of its common stock at a purchase price of \$1.00 per share pursuant to the exemption from registration under the Securities Act of 1933 provided by Sections 4(2) thereof and Regulation D there under as described in the Corporation's Confidential Placement Memorandum dated February 29, 2000.

After a discussion and on a motion duly made by Steven Vig and seconded by Chris Jones, the following resolution was unanimously adopted:

RESOLVED, that the appropriate officers of the Corporation are directed as a matter of policy that all directors, officers and employees, now and in the future be required to execute a confidentiality, non-compete, and intellectual property agreement and assignment to Novactyl. Such requirement is considered as a condition of appointment or employment. Such actual agreements(s) will be submitted to the Board of Directors for specific approval.

After a discussion and on a motion duly made by Steven Vig and seconded by Alberto Sommerhalder, the following resolution was unanimously adopted:

RESOLVED, that the officers of the Corporation authorized to invest, deposit, disburse, and transfer bank funds of the Corporation are Messer's. Michael G. Douglas and Raymond A. Zipprich.

On a motion duly made by Steven Vig and seconded by Chris Jones, the following resolution was adopted on a vote as follows: For the resolution of Steven Vig, Robert Rafael, Chris Jones; Abstain Alberto Sommerhalder and Alberto Fernandez-Pol:

RESOLVED, that the Officers of Novactyl are awarded Novactyl Common Stock options, as follows:

Michael G. Douglas,	100,000 common stock options
Geri Vena-Shores,	150,000 common stock options
Avinash Amin	150,000 common stock options

Such options shall be awarded under the following general terms: (1) 25% shall be immediately vested; (2) 75% shall be vested pro rata over the next three (3) years from the date of award; (3) Date of award



shall be December 31, 2000, (4) options shall become 100% vested in the event of a change in control of the corporation; (5) all options shall have an exercise price equal to the last sale price by the company, prior to the grant of such options, and (6) the options shall have a term of nine (9) years from the date of the award. Corporate legal counsel is directed to draft and cause to be executed such awards.

After a discussion and on a motion duly made and seconded the following resolution was unanimously adopted, with Chris Jones, Steven Vig and Alberto Sommerhalder abstaining on the vote for their individual respective grants:

RESOLVED, that non-employee, non-founder directors, for services rendered in respect to Sub-Committees of Novactyl's Board of Directors, are awarded Novactyl Common Stock options, as follows:

Chris Jones,	100,000 common stock options
Steven Vig,	25,000 common stock options
Alberto Sommerhalder	25,000 common stock options

Such options shall be awarded under the following general terms: (1) 25% shall be immediately vested; (2) 75% shall be vested pro rata over the next twelve months (12) from the date of award; (3) Date of award shall be December 31, 2000, (4) options shall become 100% vested in the event of a change in control of the corporation; (5) all options shall have an exercise price by the company, prior to the grant of such options, and (6) the options shall have a term of nine (9) years from the date of the award. Corporate legal counsel is directed to draft and cause to be executed such awards documents.

After a discussion and on a motion duly made by Chris Jones and seconded by Alberto Sommerhalder the Board unanimously approved the follow resolution:

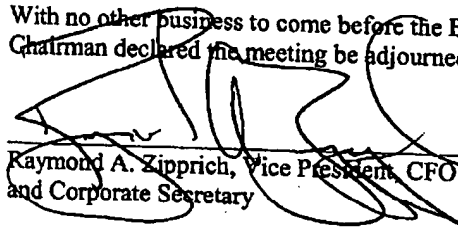
RESOLVED, that the proposed resolution for hiring the Polster Lieder, Woodruff & Lucchesi firm for intellectual property matters be tabled, until such time as the Board has received additional information from John Short, Corporation Counsel. The Board, at the appropriate time, will then determine the status of any such resolution.

After further discussion on a motion duly made by Chris Jones and seconded by Robert Rafael, the Board unanimously approved the following resolution:

RESOLVED, that the Board appoint a committee composed of Steven Vig and Alberto Sommerhalder to investigate the consultants memorandum concerning open issues at Novactyl, Inc. and provide a final report to the entire Board, in a meeting to be scheduled within the next three months.

The Board then received a report on the progress concerning the CEO search.

With no other business to come before the Board of Director, on a motion duly made and seconded, the Chairman declared the meeting be adjourned.

  
Raymond A. Zipprich, Vice President, CFO  
and Corporate Secretary